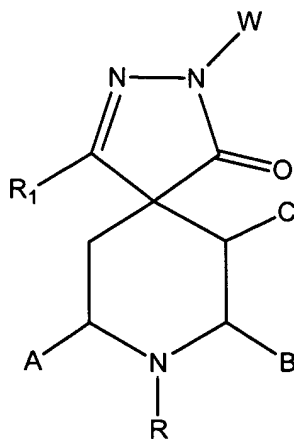


III. AMENDMENTS TO THE CLAIMS

1. (Original) A process for preparing a compound of the formula (IV):



(IV)

wherein

W is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkylC₁₋₄alkyl-, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy-, C₁₋₁₀ alkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkylC₁₋₄alkyl- substituted with 1-3 halogen, C₁₋₁₀ alkoxy substituted with 1-3 halogen, C₃₋₁₂ cycloalkoxy- substituted with 1-3 halogen, -COOV₁, -C₁₋₄COOV₁, -CH₂OH, -SO₂N(V₁)₂, hydroxyC₁₋₁₀alkyl-, hydroxyC₃₋₁₀cycloalkyl-, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, -CON(V₁)₂, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, sulfonylaminoC₁₋₁₀alkyl-, diaminoalkyl-, -sulfonylC₁₋₄alkyl, a 6-membered heterocyclic ring, a 6-membered heteroaromatic ring, a 6-membered heterocyclicC₁₋₄alkyl-, a 6-membered heteroaromaticC₁₋₄alkyl-, a 6-membered aromatic ring, a 6-membered aromaticC₁₋₄alkyl-, a 5-membered heterocyclic ring optionally substituted with an oxo or thio, a 5-membered heteroaromatic ring, a 5-membered heterocyclicC₁₋₄alkyl- optionally substituted with an oxo or thio, a 5-membered heteroaromaticC₁₋₄alkyl-, -C₁₋₅(=O)W₁, -C₁₋₅(=NH)W₁, -C₁₋₅NHC(=O)W₁, -C₁₋₅NHS(=O)₂W₁, -C₁₋₅NHS(=O)W₁, wherein W₁ is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl,

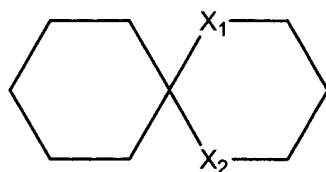
C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy, -CH₂OH, amino, C₁₋₄alkylamino-, diC₁₋₄alkylamino-, or a 5-membered heteroaromatic ring optionally substituted with 1-3 lower alkyl;

wherein each V₁ is independently selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, benzyl and phenyl;

A, B and C are independently hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy, -CH₂OH, -NHSO₂, hydroxyC₁₋₁₀alkyl-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, acylamino-, acylaminoalkyl-, amide, sulfonylaminoC₁₋₁₀alkyl-, or A-B can together form a C₂₋₆ bridge, or B-C can together form a C₃₋₇ bridge, or A-C can together form a C₁₋₅ bridge;

R is -Z—R₂; wherein Z is selected from the group consisting of a bond, straight or branched C₁₋₆ alkylene, -NH-, -CH₂O-, -CH₂NH-, -CH₂N(CH₃)-, -NHCH₂-, -CH₂CONH-, -NHCH₂CO-, -CH₂CO-, -COCH₂-, -CH₂COCH₂-, -CH(CH₃)-, -CH=, -O- and -HC=CH-, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group;

R₂ is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂cycloalkyl, C₂₋₁₀alkenyl, amino, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, -COOV₁, -C₁₋₄COOV₁, cyano, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, NH₂SO₂-, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, benzyl, C₃₋₁₂ cycloalkenyl-, a monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula (V):



(V)

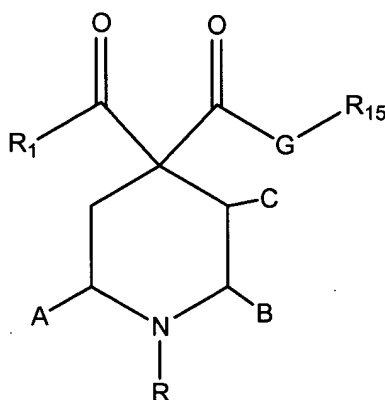
wherein X₁ and X₂ are independently selected from the group consisting of NH, O, S and CH₂; and wherein said alkyl, cycloalkyl, alkenyl, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, or benzyl of R₁ is optionally substituted with 1-3 substituents

selected from the group consisting of halogen, hydroxy, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, nitro, trifluoromethyl-, cyano, -COOV₁, -C₁₋₄COOV₁, cyanoC₁₋₁₀alkyl-, -C₁₋₅(=O)W₁, -C₁₋₅NHS(=O)₂W₁, -C₁₋₅NHS(=O)W₁, a 5-membered heteroaromaticC₀₋₄alkyl-, phenyl, benzyl, benzyloxy, said phenyl, benzyl, and benzyloxy optionally being substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl-, C₁₋₁₀ alkoxy-, and cyano; and wherein said C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkenyl, monocyclic, bicyclic or tricyclic aryl, heteroaryl ring, hetero-monocyclic ring, hetero-bicyclic ring system, or spiro ring system of the formula (V) is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, nitro, trifluoromethyl-, phenyl, benzyl, phenyloxy and benzyloxy, wherein said phenyl, benzyl, phenyloxy or benzyloxy is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, and cyano;

R₁ is selected from the group consisting of C₁₋₈ alkyl, 5-8 membered cycloalkyl, 5-8 membered heterocyclic or a 6 membered aromatic or heteroaromatic group; and R₁ being substituted with (D)_n, wherein n is an integer from 0 to 3, and wherein D is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl and halogen, said alkyl or cycloalkyl optionally substituted with an oxo, amino, alkylamino or dialkylamino group;

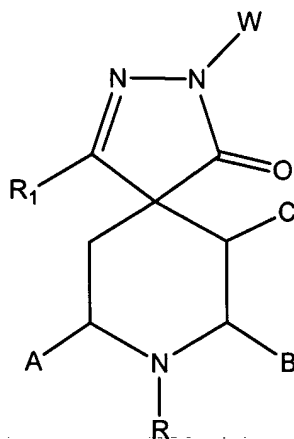
said process comprising:

providing a compound of the formula (III)



(III)

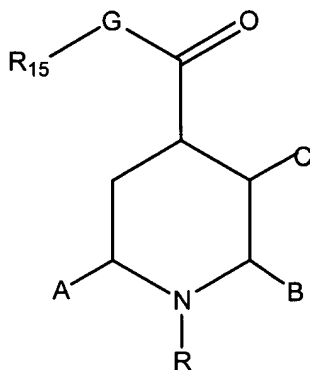
wherein A, B, C, R, and R₁ are as disclosed above, G is O or S and R₁₅ is selected from straight chained or branched C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂cycloalkylC₁₋₁₀alkyl, aryl, heteroaryl, arylC₁₋₁₀alkyl or heteroarylC₁₋₁₀alkyl;
and reacting said compound of formula (III) with hydrazine, hydrates thereof, substituted hydrazine, or hydrates thereof, under conditions effective to form the compound of formula (IV):



(IV)

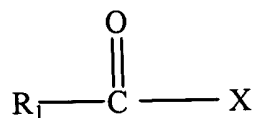
wherein A, B, C, R, R₁ and W are as disclosed above.

2. **(Original)** The process of claim 1, further comprising forming the compound of formula (III) by providing a compound of the formula (II):



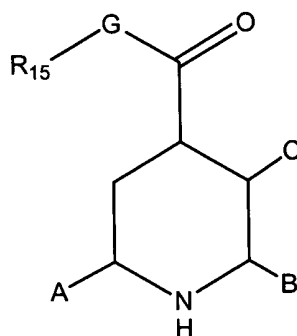
(II)

wherein A, B, C, R, G and R₁₅ are as disclosed above;
 and acylating said compound of formula (II) by reacting said compound of
 formula (II) with a compound having the formula

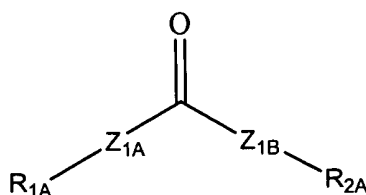


wherein R₁ is as disclosed above, and X is a halogen; under conditions effective
 to produce a compound of the formula (III).

3. **(Original)** The process of claim 2, further comprising forming the compound of
 formula (II) by providing a compound of formula (I):

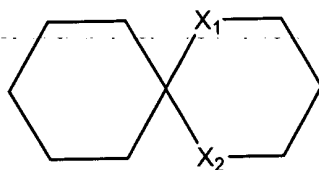


wherein A, B, C, G and R₁₅ are as disclosed above; and reacting the compound of
 formula (I) with a compound having the formula:



wherein Z_{1A} and Z_{1B} are the same or different and are independently selected from the group consisting of a bond, straight or branched C_{1-6} alkylene, $-NH-$, $-CH_2O-$, $-CH_2NH-$, $-CH_2N(CH_3)-$, $-NHCH_2-$, $-CH_2CONH-$, $-NHCH_2CO-$, $-CH_2CO-$, $-COCH_2-$, $-CH_2COCH_2-$, $-CH(CH_3)-$, $-CH=$, $-O-$ and $-HC=CH-$, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group;

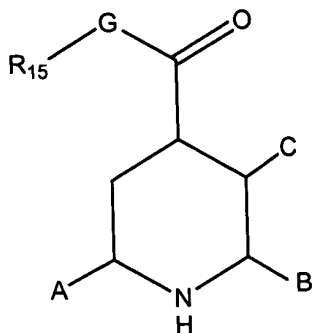
R_{1A} and R_{2A} are the same or different and are independently selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{3-12} cycloalkyl, C_{2-10} alkenyl, amino, C_{1-10} alkylamino-, C_{3-12} cycloalkylamino-, $-COOV_1$, $-C_{1-4}COOV_1$, cyano, cyano C_{1-10} alkyl-, cyano C_{3-10} cycloalkyl-, NH_2SO_2- , $NH_2SO_2C_{1-4}$ alkyl-, NH_2SOC_{1-4} alkyl-, aminocarbonyl-, C_{1-4} alkylaminocarbonyl-, di C_{1-4} alkylaminocarbonyl-, benzyl, C_{3-12} cycloalkenyl-, a monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula (V):



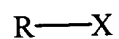
(V)

wherein X_1 and X_2 are as disclosed above;
under conditions effective to produce the compound of formula (II).

4. **(Original)** The process of claim 2, further comprising forming the compound of formula (II) by providing a compound of formula (I):

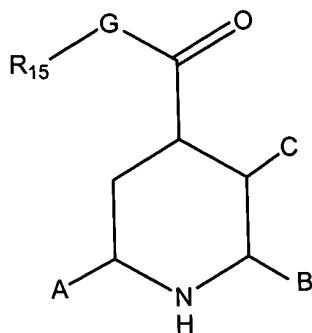


wherein A, B, C, G and R₁₅ are as disclosed above; and reacting said compound of formula (I) with a compound having the formula:

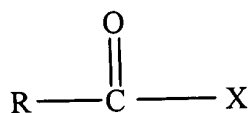


wherein R is as disclosed above and X is a halogen;
under conditions effective to produce a compound of the formula (II).

5. **(Original)** The process of claim 2, further comprising forming the compound of formula (II) by providing a compound of formula (I):

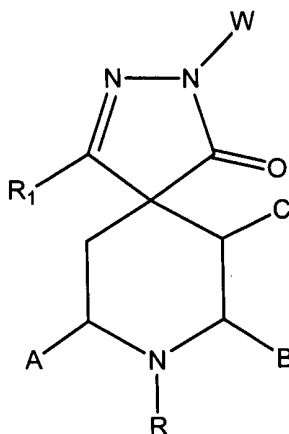


wherein A, B, C, G and R₁₅ are as disclosed above; and reacting said compound of formula (I) with a compound having the formula:



wherein R is as disclosed above and X is a halogen;
under conditions effective to produce a compound of the formula (II).

6. **(Original)** A process for preparing a compound of the formula (IV):



(IV)

wherein

W is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkylC₁₋₄alkyl-, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy-, C₁₋₁₀ alkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkylC₁₋₄alkyl- substituted with 1-3 halogen, C₁₋₁₀ alkoxy substituted with 1-3 halogen, C₃₋₁₂ cycloalkoxy- substituted with 1-3 halogen, -COOV₁, -C₁₋₄COOV₁, -CH₂OH, -SO₂N(V₁)₂, hydroxyC₁₋₁₀alkyl-, hydroxyC₃₋₁₀cycloalkyl-, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, -CON(V₁)₂, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, sulfonylaminoC₁₋₁₀alkyl-, diaminoalkyl-, -sulfonylC₁₋₄alkyl-, a 6-membered heterocyclic ring, a 6-membered heteroaromatic ring, a 6-membered heterocyclicC₁₋₄alkyl-, a 6-membered heteroaromaticC₁₋₄alkyl-, a 6-membered aromatic ring, a 6-membered aromaticC₁₋₄alkyl-, a 5-membered heterocyclic ring optionally substituted with an oxo or thio, a 5-membered heteroaromatic ring, a 5-membered heterocyclicC₁₋₄alkyl- optionally substituted with an oxo or thio, a 5-membered heteroaromaticC₁₋₄alkyl-, -C₁₋₅(=O)W₁, -C₁₋₅(=NH)W₁, -C₁₋₅NHC(=O)W₁, -C₁₋

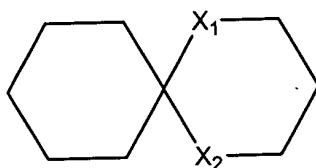
$_5\text{NHS(=O)}_2\text{W}_1$, $-\text{C}_{1-5}\text{NHS(=O)W}_1$, wherein W_1 is hydrogen, C_{1-10} alkyl, C_{3-12} cycloalkyl, C_{1-10} alkoxy, C_{3-12} cycloalkoxy, $-\text{CH}_2\text{OH}$, amino, C_{1-4} alkylamino-, diC_{1-4} alkylamino-, or a 5-membered heteroaromatic ring optionally substituted with 1-3 lower alkyl;

wherein each V_1 is independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, benzyl and phenyl;

A, B and C are independently hydrogen, C_{1-10} alkyl, C_{3-12} cycloalkyl, C_{1-10} alkoxy, C_{3-12} cycloalkoxy, $-\text{CH}_2\text{OH}$, $-\text{NHSO}_2$, hydroxy C_{1-10} alkyl-, aminocarbonyl-, C_{1-4} alkylaminocarbonyl-, diC_{1-4} alkylaminocarbonyl-, acylamino-, acylaminoalkyl-, amide, sulfonylamino C_{1-10} alkyl-, or A-B can together form a C_{2-6} bridge, or B-C can together form a C_{3-7} bridge, or A-C can together form a C_{1-5} bridge;

R is $-\text{Z}-\text{R}_2$; wherein Z is selected from the group consisting of a bond, straight or branched C_{1-6} alkylene, $-\text{NH}-$, $-\text{CH}_2\text{O}-$, $-\text{CH}_2\text{NH}-$, $-\text{CH}_2\text{N}(\text{CH}_3)-$, $-\text{NHCH}_2-$, $-\text{CH}_2\text{CONH}-$, $-\text{NHCH}_2\text{CO}-$, $-\text{CH}_2\text{CO}-$, $-\text{COCH}_2-$, $-\text{CH}_2\text{COCH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{CH}=\text{}$, $-\text{O}-$ and $-\text{HC}=\text{CH}-$, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group; and wherein R is not an unsubstituted benzyl when G is O and R_{15} is ethyl;

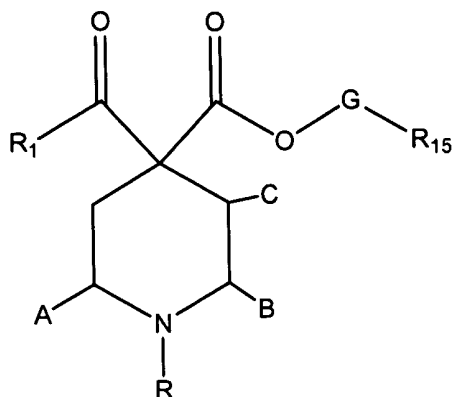
R_2 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{3-12} cycloalkyl, C_{2-10} alkenyl, amino, C_{1-10} alkylamino-, C_{3-12} cycloalkylamino-, $-\text{COOV}_1$, $-\text{C}_{1-4}\text{COOV}_1$, cyano, cyano C_{1-10} alkyl-, cyano C_{3-10} cycloalkyl-, NH_2SO_2- , $\text{NH}_2\text{SO}_2\text{C}_{1-4}$ alkyl-, $\text{NH}_2\text{SOC}_{1-4}$ alkyl-, aminocarbonyl-, C_{1-4} alkylaminocarbonyl-, diC_{1-4} alkylaminocarbonyl-, benzyl, C_{3-12} cycloalkenyl-, a monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula (V):



(V)

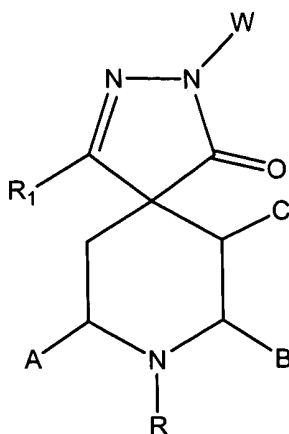
wherein X_1 and X_2 are independently selected from the group consisting of NH, O, S and CH_2 ; and wherein said alkyl, cycloalkyl, alkenyl, C_{1-10} alkylamino-, C_{3-12} cycloalkylamino-, or benzyl of R_1 is optionally substituted with 1-3 substituents selected from the group consisting of halogen, hydroxy, C_{1-10} alkyl, C_{1-10} alkoxy, nitro, trifluoromethyl-, cyano, $-COOV_1$, $-C_{1-4}COOV_1$, cyano C_{1-10} alkyl-, $-C_{1-5}(=O)W_1$, $-C_{1-5}NHS(=O)_2W_1$, $-C_{1-5}NHS(=O)W_1$, a 5-membered heteroaromatic C_{0-4} alkyl-, phenyl, benzyl, benzyloxy, said phenyl, benzyl, and benzyloxy optionally being substituted with 1-3 substituents selected from the group consisting of halogen, C_{1-10} alkyl-, C_{1-10} alkoxy-, and cyano; and wherein said C_{3-12} cycloalkyl, C_{3-12} cycloalkenyl, monocyclic, bicyclic or tricyclic aryl, heteroaryl ring, hetero-monocyclic ring, hetero-bicyclic ring system, or spiro ring system of the formula (V) is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C_{1-10} alkyl, C_{1-10} alkoxy, nitro, trifluoromethyl-, phenyl, benzyl, phenyloxy and benzyloxy, wherein said phenyl, benzyl, phenyloxy or benzyloxy is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C_{1-10} alkyl, C_{1-10} alkoxy, and cyano;

R_1 is selected from the group consisting of C_{1-8} alkyl, 5-8 membered cycloalkyl, 5-8 membered heterocyclic or a 6 membered aromatic or heteroaromatic group; and R_1 being substituted with $(D)_n$, wherein n is an integer from 0 to 3, and wherein D is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{3-12} cycloalkyl and halogen, said alkyl or cycloalkyl optionally substituted with an oxo, amino, alkylamino or dialkylamino group;
 said process comprising:
 providing a compound of the formula (III)



(III)

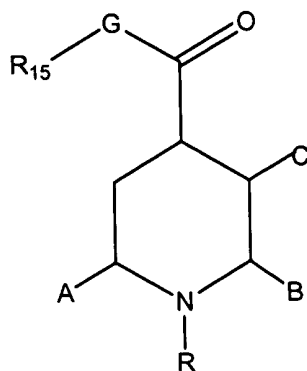
wherein A, B, C, R, and R₁ are as disclosed above, G is O or S and R₁₅ is selected from straight chained or branched C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂cycloalkylC₁₋₁₀alkyl, aryl, heteroaryl, arylC₁₋₁₀alkyl or heteroarylC₁₋₁₀alkyl; and reacting said compound of formula (III) with hydrazine, hydrates thereof, substituted hydrazine, or hydrates thereof, under conditions effective to form the compound of formula (IV):



(IV)

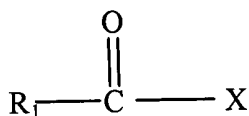
wherein A, B, C, R, R₁ and W are as disclosed above.

7. **(Original)** The process of claim 6, further comprising forming the compound of formula (III) by providing a compound of the formula (II):



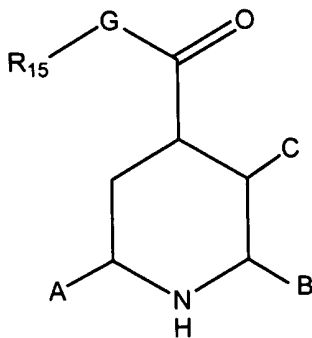
(II)

wherein A, B, C, R, G and R₁₅ are as disclosed above;
and acylating said compound of formula (II) by reacting said compound of formula (II) with a compound having the formula



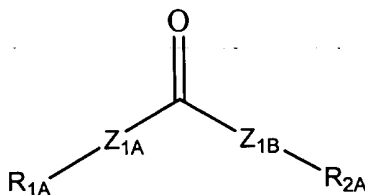
wherein R₁ is as disclosed above, and X is a halogen; under conditions effective to produce a compound of the formula (III).

8. **(Original)** The process of claim 7, further comprising forming the compound of formula (II) by providing a compound of formula (I):



(I)

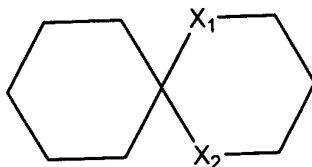
wherein A, B, C, G and R₁₅ are as disclosed above; and reacting the compound of formula (I) with a compound having the formula:



wherein Z_{1A} and Z_{1B} are the same or different and are independently selected from the group consisting of a bond, straight or branched C₁₋₆ alkylene, -NH-, -CH₂O-, -CH₂NH-, -CH₂N(CH₃)-, -NHCH₂-, -CH₂CONH-, -NHCH₂CO-, -CH₂CO-, -COCH₂-, -CH₂COCH₂-, -CH(CH₃)-, -CH=, -O- and -HC=CH-, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group;

R_{1A} and R_{2A} are the same or different and are independently selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂cycloalkyl, C₂₋₁₀alkenyl, amino, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, -COOV₁, -C₁₋₄COOV₁, cyano, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, NH₂SO₂-, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, benzyl, C₃₋₁₂ cycloalkenyl-, a

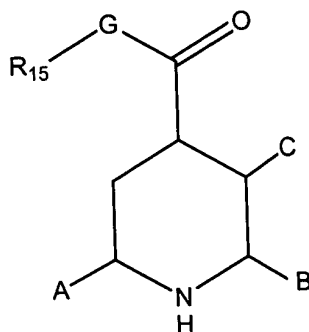
monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula (V):



(V)

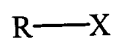
wherein X_1 and X_2 are as disclosed above; under conditions effective to produce the compound of formula (II).

9. **(Original)** The process of claim 7, further comprising forming the compound of formula (II) by providing a compound of formula (I):



(I)

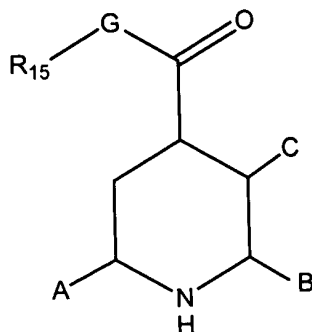
wherein A, B, C, G and R_{15} are as disclosed above; and reacting said compound of formula (I) with a compound having the formula:



wherein R is as disclosed above and X is a halogen;

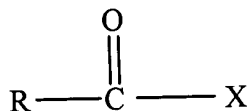
under conditions effective to produce a compound of the formula (II).

10. **(Original)** The process of claim 7, further comprising forming the compound of formula (II) by providing a compound of formula (I):



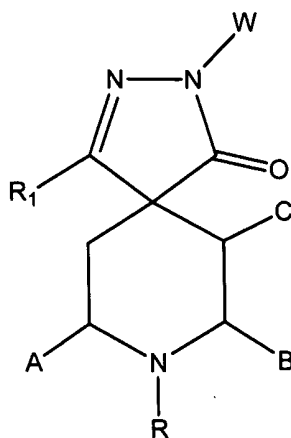
(I)

wherein A, B, C, G and R₁₅ are as disclosed above; and reacting said compound of formula (I) with a compound having the formula:



wherein R is as disclosed above and X is a halogen;
under conditions effective to produce a compound of the formula (II).

11. **(Original)** A process for preparing a compound of the formula (IV):



(IV)

wherein

W is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkylC₁₋₄alkyl-, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy-, C₁₋₁₀ alkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkylC₁₋₄alkyl- substituted with 1-3 halogen, C₁₋₁₀ alkoxy substituted with 1-3 halogen, C₃₋₁₂ cycloalkoxy- substituted with 1-3 halogen, -COOV₁, -C₁₋₄COOV₁, -CH₂OH, -SO₂N(V₁)₂, hydroxyC₁₋₁₀alkyl-, hydroxyC₃₋₁₀cycloalkyl-, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, -CON(V₁)₂, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, sulfonylaminoC₁₋₁₀alkyl-, diaminoalkyl-, -sulfonylC₁₋₄alkyl, a 6-membered heterocyclic ring, a 6-membered heteroaromatic ring, a 6-membered heterocyclicC₁₋₄alkyl-, a 6-membered heteroaromaticC₁₋₄alkyl-, a 6-membered aromatic ring, a 6-membered aromaticC₁₋₄alkyl-, a 5-membered heterocyclic ring optionally substituted with an oxo or thio, a 5-membered heteroaromatic ring, a 5-membered heterocyclicC₁₋₄alkyl- optionally substituted with an oxo or thio, a 5-membered heteroaromaticC₁₋₄alkyl-, -C₁₋₅(=O)W₁, -C₁₋₅(=NH)W₁, -C₁₋₅NHC(=O)W₁, -C₁₋₅NHS(=O)₂W₁, -C₁₋₅NHS(=O)W₁, wherein W₁ is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy, -CH₂OH, amino, C₁₋₄alkylamino-, diC₁₋₄alkylamino-, or a 5-membered heteroaromatic ring optionally substituted with 1-3 lower alkyl;

wherein each V₁ is independently selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, benzyl and phenyl;

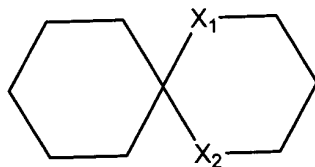
A, B and C are independently hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy, -CH₂OH, -NHSO₂, hydroxyC₁₋₁₀alkyl-, aminocarbonyl-, C₁₋

alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, acylamino-, acylaminoalkyl-, amide, sulfonylaminoC₁₋₁₀alkyl-, or A-B can together form a C₂₋₆ bridge, or B-C can together form a C₃₋₇ bridge, or A-C can together form a C₁₋₅ bridge;

R is -Z—R₂; wherein Z is selected from the group consisting of a bond, straight or branched C₁₋₆ alkylene, -NH-, -CH₂O-, -CH₂NH-, -CH₂N(CH₃)-, -NHCH₂-, -CH₂CONH-, -NHCH₂CO-, -CH₂CO-, -COCH₂-, -CH₂COCH₂-, -CH(CH₃)-, -CH=, -O- and -HC=CH-, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group;

R₂ is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂cycloalkyl, C₂₋₁₀alkenyl, amino, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, -COOV₁, -C₁₋₄COOV₁, cyano, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, NH₂SO₂-, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, benzyl, C₃₋₁₂ cycloalkenyl-, a monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula

(V):



(V)

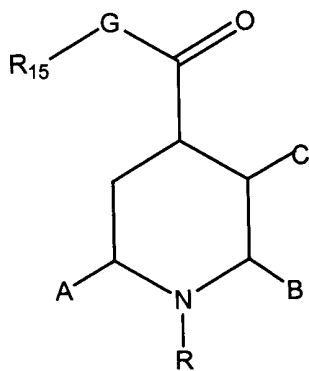
wherein X₁ and X₂ are independently selected from the group consisting of NH, O, S and CH₂; and wherein said alkyl, cycloalkyl, alkenyl, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, or benzyl of R₁ is optionally substituted with 1-3 substituents selected from the group consisting of halogen, hydroxy, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, nitro, trifluoromethyl-, cyano, -COOV₁, -C₁₋₄COOV₁, cyanoC₁₋₁₀alkyl-, -C₁₋₅(=O)W₁, -C₁₋₅NHS(=O)₂W₁, -C₁₋₅NHS(=O)W₁, a 5-membered heteroaromaticC₀₋₄alkyl-, phenyl, benzyl, benzyloxy, said phenyl, benzyl, and benzyloxy optionally being substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl-, C₁₋₁₀ alkoxy-, and cyano; and wherein said C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkenyl, monocyclic, bicyclic or

tricyclic aryl, heteroaryl ring, hetero-monocyclic ring, hetero-bicyclic ring system, or spiro ring system of the formula (V) is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, nitro, trifluoromethyl-, phenyl, benzyl, phenyloxy and benzyloxy, wherein said phenyl, benzyl, phenyloxy or benzyloxy is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, and cyano;

R₁ is selected from the group consisting of C₁₋₈ alkyl, 5-8 membered cycloalkyl, 5-8 membered heterocyclic or a 6 membered aromatic or heteroaromatic group; and R₁ being substituted with (D)_n, wherein n is an integer from 0 to 3, and wherein D is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl and halogen, said alkyl or cycloalkyl optionally substituted with an oxo, amino, alkylamino or dialkylamino group;

said process comprising:

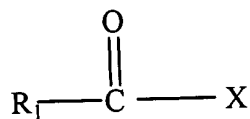
providing a compound of formula (II)



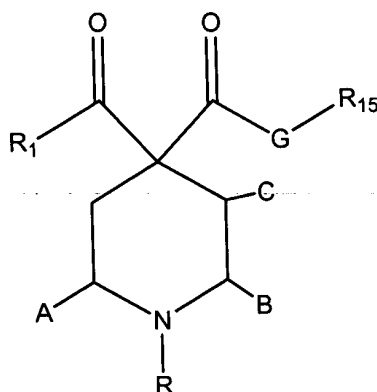
(II)

wherein A, B, C, and R are as disclosed above, G is O or S and R₁₅ is selected from straight chained or branched C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂cycloalkylC₁₋₁₀alkyl, aryl, heteroaryl, arylC₁₋₁₀alkyl or heteroarylC₁₋₁₀alkyl;

and acylating said compound of formula (II) by reacting said compound of formula (II) with a compound other than benzoyl chloride when G is O and R₁₅ is ethyl having the formula

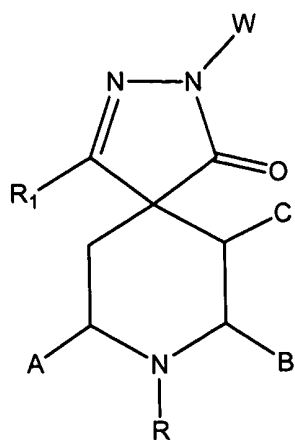


wherein R₁ is as disclosed above, and X is a halogen;
under conditions effective to produce a compound of the formula (III):



(III)

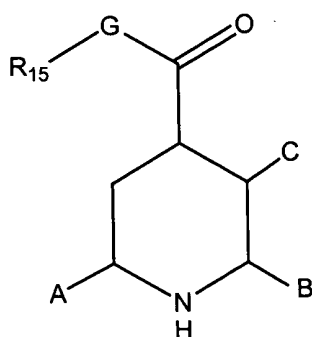
wherein A, B, C, R, R₁, G and R₁₅ are as disclosed above;
and reacting said compound of formula (III) with hydrazine, hydrates thereof, substituted hydrazine, or hydrates thereof, under conditions effective to form the compound of formula (IV):



(IV)

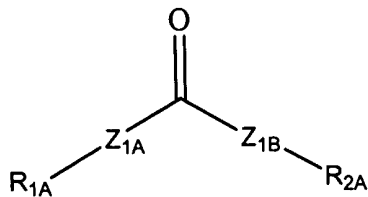
wherein A, B, C, R, R₁ and W are as disclosed above.

12. **(Original)** The process of claim 11, further comprising forming the compound of formula (II) by providing a compound of formula (I):



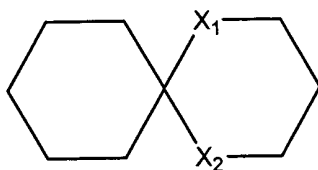
(I)

wherein A, B, C, G and R₁₅ are as disclosed above; and reacting the compound of formula (I) with a compound having the formula:



wherein Z_{1A} and Z_{1B} are the same or different and are independently selected from the group consisting of a bond, straight or branched C_{1-6} alkylene, $-NH-$, $-CH_2O-$, $-CH_2NH-$, $-CH_2N(CH_3)-$, $-NHCH_2-$, $-CH_2CONH-$, $-NHCH_2CO-$, $-CH_2CO-$, $-COCH_2-$, $-CH_2COCH_2-$, $-CH(CH_3)-$, $-CH=$, $-O-$ and $-HC=CH-$, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group;

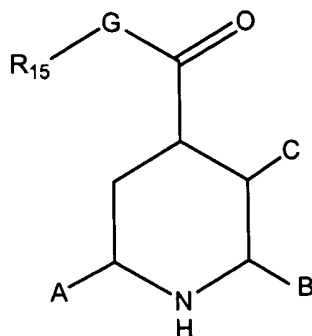
R_{1A} and R_{2A} are the same or different and are independently selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{3-12} cycloalkyl, C_{2-10} alkenyl, amino, C_{1-10} alkylamino-, C_{3-12} cycloalkylamino-, $-COOV_1$, $-C_{1-4}COOV_1$, cyano, cyano C_{1-10} alkyl-, cyano C_{3-10} cycloalkyl-, NH_2SO_2- , $NH_2SO_2C_{1-4}$ alkyl-, NH_2SOC_{1-4} alkyl-, aminocarbonyl-, C_{1-4} alkylaminocarbonyl-, di C_{1-4} alkylaminocarbonyl-, benzyl, C_{3-12} cycloalkenyl-, a monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula (V):



(V)

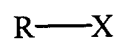
wherein X_1 and X_2 are as disclosed above;
under conditions effective to produce the compound of formula (II).

13. **(Original)** The process of claim 11, further comprising forming the compound of formula (II) by providing a compound of formula (I):



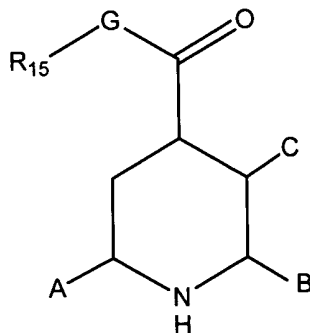
(I)

wherein A, B, C, G and R₁₅ are as disclosed above; and reacting said compound of formula (I) with a compound having the formula:



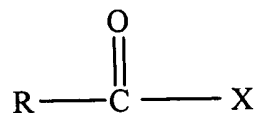
wherein R is as disclosed above and X is a halogen;
under conditions effective to produce a compound of the formula (II).

14. **(Original)** The process of claim 11, further comprising forming the compound of formula (II) by providing a compound of formula (I):



(I)

wherein A, B, C, G and R₁₅ are as disclosed above; and reacting said compound of formula (I) with a compound having the formula:



wherein R is as disclosed above and X is a halogen;
under conditions effective to produce a compound of the formula (II).

15. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein A is hydrogen.
16. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein B is hydrogen.
17. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein C is hydrogen.
18. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein A and B are hydrogen.
19. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein A and C are hydrogen.
20. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein B and C are hydrogen.
21. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein A, B and C are hydrogen.
22. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein A and B are hydrogen and C is selected from the group consisting of C₁₋₄ alkyl and hydroxyC₁₋₄alkyl.

23. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein A and C are hydrogen and B is selected from the group consisting of C₁₋₄ alkyl and hydroxyC₁₋₄alkyl.

24. (Currently amended) The process of claim 1 ~~any of claims 1-14~~, wherein B and C are hydrogen and A is selected from the group consisting of C₁₋₄ alkyl and hydroxyC₁₋₄alkyl.